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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning October 1, 2012, and ending SEPTEMBER 30, 2013

Name of foundation RECO FOUNDATION		A Employer identification number 54-6039609
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 25189	Room/suite —	B Telephone number (see instructions) 804-644-2800
City or town, state, and ZIP code REICHMOND, VA 23260-5189		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$82,626	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2675000			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0	0	
	4 Dividends and interest from securities	131160	131160	0	
	5a Gross rents	0	0	0	
	b Net rental income or (loss)	0			
	6a Net gain or (loss) from sale of assets not on line 10	70358			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		70358		
	8 Net short-term capital gain			0	
	9 Income modifications			0	
	10a Gross sales less returns and allowances	0			
b Less. Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)			0		
11 Other income (attach schedule)	12274	12274	0		
12 Total. Add lines 1 through 11	2888792	213792	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0	0	0
	14 Other employee salaries and wages	0	0	0	0
	15 Pension plans, employee benefits	0	0	0	0
	16a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	47221	47221	0	0
	17 Interest	0	0	0	0
	18 Taxes (attach schedule) (see instructions)	3588	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	0
	20 Occupancy	0	0	0	0
	21 Travel, conferences, and meetings	0	0	0	0
	22 Printing and publications	0	0	0	0
	23 Other expenses (attach schedule)	151	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23		47221	0	0
	25 Contributions, gifts, grants paid	300900			300900
26 Total expenses and disbursements. Add lines 24 and 25		47221	0	300900	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2536932				
b Net investment income (if negative, enter -0-)		166571			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		43031	38543	38543
	2	Savings and temporary cash investments		524958	161910	161910
	3	Accounts receivable ▶		0	0	0
		Less: allowance for doubtful accounts ▶		0	0	0
	4	Pledges receivable ▶		0	0	0
		Less: allowance for doubtful accounts ▶		0	0	0
	5	Grants receivable		0	0	0
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶		0	0	0
		Less: allowance for doubtful accounts ▶		0	0	0
	8	Inventories for sale or use		0	0	0
	9	Prepaid expenses and deferred charges		0	0	0
	10a	Investments—U.S. and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		2261558	3311885	4046550
	c	Investments—corporate bonds (attach schedule)		1782965	3261023	3224703
	11	Investments—land, buildings, and equipment: basis ▶		0	0	0
	Less: accumulated depreciation (attach schedule) ▶		0	0	0	
12	Investments—mortgage loans		0	0	0	
13	Investments—other (attach schedule)		0	0	0	
14	Land, buildings, and equipment: basis ▶		0	0	0	
	Less: accumulated depreciation (attach schedule) ▶		0	0	0	
15	Other assets (describe ▶ <u>INVESTMENT FUNDS</u>)		340355	716438	744555	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		4952867	7489799	8216261	
Liabilities	17	Accounts payable and accrued expenses		0	0	
	18	Grants payable		0	0	
	19	Deferred revenue		0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶)		0	0	
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		0	0	
	25	Temporarily restricted		0	0	
	26	Permanently restricted		0	0	
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		4952867	7489799	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0	0	
	29	Retained earnings, accumulated income, endowment, or other funds		0	0	
	30	Total net assets or fund balances (see instructions)		4952867	7489799	
	31	Total liabilities and net assets/fund balances (see instructions)		0	0	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4952867
2	Enter amount from Part I, line 27a	2	2536932
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	7489799
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7489799

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b	< SEE SCHEDULE >	P		
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				70358
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	70358
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	< 4857 >

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

N/A

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011			
2010			
2009			
2008			
2007			
2 Total of line 1, column (d)			2
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)	1	333/
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	2	0
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	333/
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
3	Add lines 1 and 2	5	333/
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4000
b	Exempt foreign organizations—tax withheld at source	6b	0
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d	7	4000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	669
11	Enter the amount of line 10 to be. Credited to 2013 estimated tax 669 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VERGINIA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	X	
14	The books are in care of ► <u>NONE</u> Located at ► <u>ROBERT C. COULLEN JR.</u> Telephone no. ► <u>804-644-2800</u> <u>710 HOSPITAL ST., RICHMOND, VA</u> ZIP+4 ► <u>23219-1218</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		<u>N/A</u>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	<u>N/A</u>
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	<u>N/A</u>
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	<u>N/A</u>
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b N/A

6b

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT C. COLLARD JR. 9 DEER RUN RD, MANASSAS-SIDE, VA 23103	Pres. / Trea. Director	0	0	0
RUTH D. COLLARD 9 DEER RUN RD, MANASSAS-SIDE, VA 23103	VP Director	0	0	0
ALLEN G. GOOLSBY III 951 E. BYRD ST, RICHMOND, VA 23219	Director	0	0	0

SEE ATTACHED SCHEDULE

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1		
2	N/A	
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1		
2	N/A	
3	All other program-related investments See instructions	
Total. Add lines 1 through 3		▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6768536
b	Average of monthly cash balances <i>CHECK/MONEY MARKET FUND</i>	1b	995205
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	7763741
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	7763741
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	116456
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7647285
6	Minimum investment return. Enter 5% of line 5	6	382364

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	382364
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3331
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	3331
3	Distributable amount before adjustments Subtract line 2c from line 1	3	379033
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	379033
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	379033

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	300900
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	300900
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	300900

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				379033
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years. 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007	9082			
b From 2008	25915			
c From 2009	12511			
d From 2010	13061			
e From 2011	1899			
f Total of lines 3a through e	62468			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>300900</u>				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2012 distributable amount				300900
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	62468			62468
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				15665
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2008	0			
b Excess from 2009	0			
c Excess from 2010	0			
d Excess from 2011	0			
e Excess from 2012	0			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c			N/A		
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

ROBERT C. COURAIN JR., RUTH D. COURAIN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

ROBERT C. COURAIN JR. 804-644-2800
RECO FOUNDATION 710 HOSPITAL ST., RICHMOND, VA 23219

b The form in which applications should be submitted and information and materials they should include:

OUR CONTRIBUTIONS ARE MAKE ANNUAL GIVINGES DO NOT REQUIRE APPLICATION.

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
 SEE SCHEDULE 				
Total				3a 300900
b Approved for future payment				
Total				3b 0

Schedule of Contributors

OMB No 1545-0047

2012

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

RECO FOUNDATION

Employer identification number

54-6039609

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

RECO FOUNDATION

Employer identification number

*54-6039609***Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<i>1</i>	<i>ROBERT C. COURAIN JR. RUTH D. COURAIN 9 DEER RUN ROAD MANAKIN SABOT, VA 23103</i>	<i>\$ 2675,000.00</i>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

RECO FOUNDATION

Employer identification number

*54-6039609***Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	<i>N/A</i>	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----

Name of organization

RECO FOUNDATION

Employer identification number

54-6239609

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----		N/A	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE RECO FOUNDATION

54-6039609

**STATEMENT OF REVENUE AND EXPENDITURES AND
CHANGES IN FUND BALANCE (CASH BASIS)
TAX YEAR ENDING SEPTEMBER 30, 2013**

REVENUE

CONTRIBUTIONS	2675000
DIVIDENDS AND INTEREST	131160
GAIN/(LOSS) SECURITY TRANSACTION	70358
OTHER INCOME(PER SCHEDULE)	12274
	<u>2888792</u>

EXPENDITURES

CONTRIBUTIONS(PER SCHEDULE)	300900
FEDERAL EXCISE TAX	3588
INVESTMENT ADVISORY FEES	47221
TAX W/H FOREIGN DIVIDENDS	151
	<u>351860</u>

REVENUE OVER EXPENDITURES	2536932
FUND BALANCE BEGINNING OF YEAR	4952867
FUND BALANCE END OF YEAR	<u><u>7489799</u></u>

THE RECO FOUNDATION

54-6039609

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October 1, 2012 to September 30, 2013

DIVIDENDS AND INTEREST

COMPANY	DATE OF DIVIDEND AND INTEREST											TOTAL
	10/31/2012	11/30	12/31	1/31/2013	2/28	3/31	4/30	5/31	6/30	7/31	8/31 9/30/2013	
Baxter Intl Inc	194			194			212			231		831
Comcast Corp	67			67			233			264		631
Darden Restaurant		201			201							402
Pimco Com Real			284									284
Intuit Inc	65			65			73					203
Schroder FDS												0
Forum FDS Absol												0
Abbott Labs 5 125%	1922		196				1512					3630
Bank NY Mellon 4 6%				1150						1150		2300
Baxter Intl 1 800%						675						675
Berkshire Hath 3 2%					800						800	1600
Gen Ele Cap 2 625%			984									984
Praxair Inc 2 125%			797						797			1594
Shell Intl 4 000%						1500					1500	3000
Fed Fm Cr Bk1 875%			938									938
Colgate Pal 2 450%	-740	919						919				1098
Merck & Co 1 100%	-62											-62
US Tres Note 4 250%		2125						2125				4250
US Tres Note 3 25%				1219						1219		2438
US Tres Note 3 625%					1813						1813	3626
Ridgeworth SEIX	953	984	948	941	899	817	921	811	53			7327
Templeton Global	749	748	4492	599	596	600	599					8383
Apache Corp		48			56			65				169
Pfizer Inc			389			474			512		659	2034
Chevron Corp			353			398			552		610	1913
Occidental Pete	190		190				247			247		874
Schlumberger Ltd	134			134			170			170		608
Williams Cos Inc			295			345			358			998
Freeport-McMoran		107			119			119				345
Praxir Inc			116			141			141		141	539
T Rowe Price Sm Cp			111	56								167
Emerson Electric			176			196			196		196	764
Flowserve Corp	69			69			92			75		305
Fluor Corp	58		58				66			66		248
General Electric	297			333			380			380		1390
Walmart			103	135			141		141			777
Union Pacific Corp	117						152			152		421
United Parcel			147			179		179			179	684
Allstate Corp			109				144			144		397
Coach Inc	145		146									291
Walt Disney Co			548									548
CVS Caremark		145			232			232			232	841
Pepsico Inc				152		175			184			778
Philip Morris	529			529			592				267	1650
Proctor Gamble		206			240			257			257	960
Bk Nova Scot 1 375%				-103					688			585
Abbott Labs		363			112			112	252		112	951
Amgen Inc			171			252					252	675
Merck & Co 83722%				314	2					413		729
Merck & Co	496			507			561			670		2234
Teva Pharmaceu			129			191			192			512
Vanguard Mtg Secs				42	42	54	60	54	108	150	195	976
Bank of America			22			34			34			134
BB&T Corp		125			125	175			175			775
Capital One Finan		36			36			131			141	344
Goldman Sachs			104			116			116			452
Hartford Finan	94			94			111			111		410
Invesco LTD			121			135			176			608
JP Morgan Chase	306			305			337			513		1461
Morgan Stanley		65			76			76			76	293
Wells Fargo		527	236			306			405			1926
Neuberger Berman					499	961	1116	1105	1138	1108	1081	7648
Apple Inc		477			530			610			610	2227
Pimco Emerg Local					131	186	260	229	652	645	683	3544
Texas Instr 1 650%					811						825	1636
Abbvie Inc					326			326			326	978
Oracle Corp		75	224								173	472
Texas Instruments	179			-697								-518
Visa Inc			100			112			112			413
Verizon Comm	444				444			508			491	1887
CME Group 3 000%					-1325	1542						1717
JanusPerk Sm Cap			732								1500	732
Manning & Napier			3282									3432
Oppenheimer Dev Mk			1134									1134
Cisco Syst 3 150%						788					788	1576
Morgan Stan 5 450%				2725						2725		5450
Total Capital 2 300%						1150					1150	2300

National Oilwell													54
Beam Inc												90	341
Paccar Inc												82	602
Intel Corp												525	1347
Macy's Inc	197			197			232			290			916
IBM Corp												203	749
Qualcomm												188	633
Lyondellbasell Inds												156	333
PNC Finan Svcs		225			255			280			280		1040
Home Depot												251	958
Microsoft Corp				-808								354	560
Mattel Inc												279	1048
Northern Trus 3 375%					844						844		1688
Fed Natl Mtg 1 250%				313						313			626
Fed Hm Ln Mt 1 625%					406					406			812
Well Fargo 2 100%								525					525
Ecolab Inc	63		72				83			83			301
Microsoft Cor 3 000%							1500						1500
Walt Disney 27699%								69			68		137
Eaton Vance Float									654	660	671	663	2648
Goldman Sac Loc/Em									574	624	659	654	2511
Bank of NY Mel 0 00%									160			161	321
General Elect 2 700%									-488				-488
Intel Corp 3 300%									-669				-669
EMC Corp										132			132
Apple Inc 3231%											41		41
Delphi Automotive											100		100
Eli Lilly & Co												178	178
Hollyfronter Corp												373	373
Osterweis Strat Inc												2001	2001
Fortune Brands Hm												60	60
Corning Inc												159	159
Money Mkt	7	7	6	6	19	14	13	8	7	4	3	3	97
TOTAL	5850	8006	19512	8631	7883	13477	9807	8740	9234	12945	10481	16594	131160

RECO FOUNDATION

54-6039609

OCTOBER 1, 2012 TO SEPTEMBER 30, 2013

PG 1

SCHEDULE OF REALIZED GAINS AND (LOSSES)

<u>COMPANY</u>	<u>QTY</u>	<u>OPEN</u>	<u>CLOSE</u>	<u>CLO/AMT</u>	<u>COST</u>	<u>REALIZED</u>
<u>SHORT</u>						
Texas Instrs Inc	85	2/21/2012	12/20/2012	2654	2861	-207
Pimco Com Real St	3910	2/2/2012	1/10/2013	25842	27445	-1603
Pimco Com Real St	147	12/12/2012	1/10/2013	975	1000	-25
Schroder US Sm/Md	155	2/21/2012	1/10/2013	1906	1945	-39
Schroder US Sm/Md	255	12/7/2012	1/10/2013	3132	2976	156
National Oilwell Var	32	2/21/2012	2/6/2013	2127	2675	-548
National Oilwell Var	60	1/10/2013	2/6/2013	3988	4221	-233
Coach Inc	47	2/21/2012	2/13/2013	2303	3555	-1252
Coach Inc	50	1/10/2013	2/13/2013	2450	2875	-425
Capital One Finl	43	2/21/2012	2/21/2013	2243	2108	135
Capital One Finl	9	1/10/2013	2/21/2013	469	565	-96
Capital One Finl	66	2/13/2013	2/21/2013	3442	3684	-241
B/E Aerospace Inc	100	1/10/2013	3/1/2013	5219	5032	187
Darden Restaurants	65	1/10/2013	3/5/2013	3028	2940	87
Teradata Corp	50	1/10/2013	3/22/2013	2849	3220	-371
Janus Perk Sm Cap	96	12/20/2013	5/2/2013	2190	2040	150
Templeton Global Bd	227	12/17/2012	5/2/2013	3098	2998	100
Apache Corp	45	1/10/2013	6/11/2013	3810	3621	189
Express Scripts Hld	80	1/10/2013	6/11/2013	4986	4471	515
Flowserve Corp	25	1/10/2013	6/11/2013	4144	3872	273
Freeport- McMoran	40	1/10/2013	6/11/2013	1217	1422	-205
Google Inc	5	1/10/2013	6/11/2013	4414	3701	712
Intuit Inc	50	1/10/2013	6/11/2013	2893	3115	-222
Philip Morris Intl	75	1/10/2013	6/11/2013	6879	6525	354
Teva Pharmaceutical	80	1/10/2013	6/11/2013	3183	3105	78
Verizon Communica	34	1/10/2013	6/11/2013	1713	1477	235
Visa Inc	35	1/10/2013	6/11/2013	6319	5603	717
Williams Cos Inc	110	1/10/2013	6/11/2013	3762	3702	60
Neuberger Berman	15658	1/10/2013	8/16/2013	147025	150000	-2975
Neuberger Berman	7886	2/13/2013	8/16/2013	74054	75000	-946
Beam Inc	55	1/10/2013	9/10/2013	3567	3311	256
IBM Corp	25	1/10/2013	9/10/2013	4680	4817	-137
Mattel Inc	95	1/10/2013	9/10/2013	3981	3517	464
TOTAL	<u>29695</u>			<u>344542</u>	<u>349399</u>	<u>-4857</u>

<u>COMPANY</u>	<u>QTY</u>	<u>OPEN</u>	<u>CLOSE</u>	<u>CLO/AMT</u>	<u>COST</u>	<u>REALIZED</u>
<u>LONG</u>						
Fed Farm Cr 1 875%	0	4/8/2010	12/7/2012	100000	100744	-744
Home Depot Inc	5	3/17/2010	12/20/2012	309	163	146
Home Depot Inc	40	6/8/2011	12/20/2012	2470	1367	1103
Home Depot Inc	110	8/31/2011	12/20/2012	6792	3670	3122
Texas Instrs Inc	349	3/17/2010	12/20/2012	10897	8690	2207
Texas Instrs Inc	65	5/24/2010	12/20/2012	2029	1593	436
Texas Instrs Inc	40	6/8/2011	12/20/2012	1249	1318	-69
Texas Instrs Inc	75	7/18/2011	12/20/2012	2342	2303	39
Texas Instrs Inc	65	8/31/2011	12/20/2012	2029	1704	325
Texas Instrs Inc	175	10/19/2011	12/20/2012	5464	5358	106
Abbot Labs 5 125%	0	4/6/2010	12/27/2012	19598	16756	2842
Gen Elec Corp 2 625%	0	4/7/2010	12/28/2012	75000	76852	-1852
Pimco Com Real Str	5789	2/2/2009	1/10/2013	38268	35663	2605
Pimco Com Real Str	118	7/20/2009	1/10/2013	782	846	-64
Pimco Com Real Str	73	12/9/2009	1/10/2013	480	585	-105
Pimco Com Real Str	3721	3/17/2010	1/10/2013	24467	30279	-5811
Pimco Com Real Str	358	5/24/2010	1/10/2013	2367	2653	-286
Pimco Com Real Str	168	2/22/2011	1/10/2013	1112	1578	-466
Pimco Com Real Str	49	6/8/2011	1/10/2013	326	480	-153
Pimco Com Real Str	244	12/7/2011	1/10/2013	1611	1850	-239
Schroder Sm/Mid	3761	2/22/2011	1/10/2013	46187	46375	-188
Schroder Sm/Mid	21	6/8/2011	1/10/2013	254	253	0
Schroder Sm/Mid	52	12/9/2011	1/10/2013	640	596	44
Templton Global	3712	3/17/2010	1/10/2013	50000	49183	817
Abbot Labs (Spin Off)	0	3/17/2010	1/7/2013	0	19430	0
National Oilwell	205	5/17/2011	2/6/2013	13626	13399	227
National Oilwell	45	7/18/2011	2/6/2013	2991	3536	-545
National Oilwell	105	8/18/2011	2/6/2013	6979	6674	305
National Oilwell	25	8/31/2011	2/6/2013	1662	1639	23
Coach Inc	323	3/17/2010	2/13/2013	15826	12393	3433
Coach Inc	5	6/8/2011	2/13/2013	245	297	-52
Coach Inc	80	7/18/2011	2/13/2013	3920	5261	-1341
Coach Inc	30	8/31/2011	2/13/2013	1470	1678	-208
Capital One Finl	42	3/17/2010	2/21/2013	2191	1702	488
Capital One Finl	50	6/8/2011	2/21/2013	2608	2512	96
Capital One Finl	85	7/18/2011	2/21/2013	4434	4123	311
Capital One Finl	60	8/31/2011	2/21/2013	3130	2742	388
B/E Aerospace Inc	12	5/17/2011	3/1/2013	626	424	184
B/E Aerospace Inc	78	5/18/2011	3/1/2013	4071	2946	1124
B/E Aerospace Inc	100	7/18/2011	3/1/2013	5219	4018	1201
B/E Aerospace Inc	70	2/21/2012	3/1/2013	3653	3236	417
Darden Restaurants	276	10/14/2010	3/5/2013	12855	12348	508
Darden Restaurants	25	6/8/2011	3/5/2013	1164	1199	-35
Darden Restaurants	50	7/18/2011	3/5/2013	2329	2632	-303
Darden Restaurants	25	8/31/2011	3/5/2013	1164	1199	-34
Darden Restaurants	26	2/21/2012	3/5/2013	1211	1333	-122
Baxter Intl Inc 1 800%	0	4/7/2010	3/15/2013	75000	74946	54
Teradata Corp	270	3/18/2011	3/22/2013	15385	13361	2024
Teradata Corp	25	6/8/2011	3/22/2013	1425	1365	60
Teradata Corp	50	7/18/2011	3/22/2013	2849	2857	-7
Teradata Corp	20	8/31/2011	3/22/2013	1140	1046	93
Teradata Corp	35	2/21/2012	3/22/2013	1994	2197	-202

Janus Perkins Sm	1850	10/26/2009	5/2/2013	42131	37061	5070	PG 3
Janus Perkins Sm	2	6/8/2011	5/2/2013	502	534	-32	
Janus Perkins Sm	173	12/22/2011	5/2/2013	3944	3557	386	
Janus Perkins Sm	224	2/21/2012	5/2/2013	5094	4922	172	
Ridgeworth SEIX Inc	26286	3/17/2010	5/2/2013	238937	230000	8937	
Templton Global	13647	3/17/2010	5/2/2013	186139	180817	5322	
Templton Global	112	12/15/2011	5/2/2013	1526	1371	154	
Apache Corp	174	3/17/2010	6/11/2013	14730	18493	-3762	
Apache Corp	20	5/24/2010	6/11/2013	1693	1781	-87	
Apache Corp	15	6/8/2011	6/11/2013	1270	1816	-546	
Apache Corp	30	7/18/2011	6/11/2013	2540	3675	-1135	
Apache Corp	35	8/31/2011	6/11/2013	2963	3582	-619	
Apache Corp	8	2/21/2012	6/11/2013	677	881	-204	
Express Scripts	416	3/17/2010	6/11/2013	25925	20594	5331	
Express Scripts	55	8/31/2011	6/11/2013	3428	2601	827	
Express Scripts	39	2/21/2012	6/11/2013	2430	2049	381	
Flowserve Corp	15	2/21/2012	6/11/2013	2487	1784	702	
Freeport-McMoran	178	3/17/2010	6/11/2013	5417	7323	-1906	
Freeport-McMoran	40	5/24/2010	6/11/2013	1217	1345	-128	
Freeport-McMoran	10	6/8/2011	6/11/2013	304	489	-185	
Freeport-McMoran	45	7/18/2011	6/11/2013	1369	2486	-1117	
Freeport-McMoran	25	8/31/2011	6/11/2013	761	1173	-412	
Freeport-McMoran	43	2/21/2012	6/11/2013	1308	1884	-576	
Intuit Inc	256	10/14/2010	6/11/2013	14812	12065	2747	
Intuit Inc	25	6/8/2011	6/11/2013	1446	1281	165	
Intuit Inc	45	7/18/2011	6/11/2013	2604	2196	408	
Intuit Inc	20	8/31/2011	6/11/2013	1157	983	174	
Intuit Inc	34	2/21/2012	6/11/2013	1967	1956	12	
Philip Morris Intl	339	3/17/2010	6/11/2013	31094	17573	13521	
Philip Morris Intl	75	5/24/2010	6/11/2013	6879	3289	3590	
Philip Morris Intl	20	6/8/2011	6/11/2013	1834	1352	482	
Philip Morris Intl	90	7/18/2011	6/11/2013	8255	6030	2225	
Philip Morris Intl	75	8/31/2011	6/11/2013	6879	5221	1658	
Philip Morris Intl	23	2/21/2012	6/11/2013	2110	1886	224	
Praxair Inc 2 125%	0	4/6/2010	6/11/2013	75000	74897	104	
Teva Pharmaceutical	150	3/17/2010	6/11/2013	5969	9003	-3034	
Teva Pharmaceutical	91	4/29/2010	6/11/2013	3621	5314	-1693	
Teva Pharmaceutical	50	5/24/2010	6/11/2013	1990	2751	-761	
Teva Pharmaceutical	135	5/13/2011	6/11/2013	5372	6756	-1384	
Teva Pharmaceutical	30	6/8/2011	6/11/2013	1194	1497	-304	
Teva Pharmaceutical	95	7/18/2011	6/11/2013	3780	4527	-747	
Teva Pharmaceutical	50	8/31/2011	6/11/2013	1990	2062	-72	
Teva Pharmaceutical	36	2/21/2012	6/11/2013	1432	1602	-170	
Visa Inc	19	3/17/2010	6/11/2013	3431	1744	1687	
Visa Inc	14	2/21/2012	6/11/2013	2528	1620	908	
Williams Cos Inc	509	3/17/2010	6/11/2013	17408	9648	7760	
Williams Cos Inc	85	5/24/2010	6/11/2013	2907	1340	1567	
Williams Cos Inc	40	6/8/2011	6/11/2013	1368	977	391	
Williams Cos Inc	90	7/18/2011	6/11/2013	3078	2223	855	
Williams Cos Inc	80	8/31/2011	6/11/2013	2736	1755	981	
Williams Cos Inc	103	2/21/2012	6/11/2013	3523	3025	497	
Beam Inc	245	4/12/2012	9/10/2013	15889	13952	1937	
Beam Inc	99	8/17/2012	9/10/2013	6421	5950	470	
IBM Corp	160	8/18/2011	9/10/2013	29949	26040	3909	
IBM Corp	20	8/31/2011	9/10/2013	3744	3432	312	
IBM Corp	9	2/21/2012	9/10/2013	1685	1742	-57	
Mattel Inc	680	1/30/2012	9/10/2013	28496	20117	8378	

TOTAL 68341

1433180 1377376 75215

THE RECO FOUNDATION

54-6039609

OTHER INCOME

OCTOBER 1, 2012 TO SEPTEMBER 30, 2013

CAP. GAIN DISTRIBUTIONS

Schroder US Sm/Mid Cap	2976
Pimco Comm Real Strat	1000
T Rowe Price Sm Cap	2178
Templeton Global	2998
Aberdeen Equity Lg/Short	1082
Janus Perkins Sm Cap	2040

TOTAL	<u><u>12274</u></u>
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THE RECO FOUNDATION
54-6039609
YEAR ENDING SEPTEMBER 30, 2013
SCHEDULE OF CONTRIBUTIONS PAID

<u>RECIPIENT</u>	<u>AMOUNT</u>
AMERICAN RED CROSS	\$1,000 00
BIG BROTHERS, BIG SISTERS	1000
AMERICAN CANCER SOCIETY	1000
THE VMI FOUNDATION	3000
VMI KEYDET CLUB	2000
VARINA LIONS CLUB	100
SALVATION ARMY	2000
CHESTERFIELD-COLONIAL HGTS CHRISTMAS MOTHER	500
MAKE-A-WISH FOUNDATION	1000
ANGEL FLIGHT MID-ATLANTIC	500
BOYS & GIRLS CLUB METRO RICHMOND	2000
HEART OF VA COUNCIL BSA	2000
CENTRAL VA FOOD BANK	8000
CHILDRENS HOSPITAL	1000
VA INSTITUTE OF PASTORAL CARE	500
ELK HILL FARM	1000
FAMILIES OF THE WOUNDED FUND INC	1000
RICHMOND HILL	1000
FIGHT SMA	1000
AMERICAN HEART ASSOCIATION	100
MARINE TOYS FOR TOTS	500
UVA DARDEN SCHOOL FDN	4000
PARALYZED VETS OF AMERICA	1000
RICHMOND HABITAT FOR HUMANITY	1000
HOSPITAL HOSPITALITY HOUSE	1000
CHESTERFIELD PUB ED FOUNDATION	500
LITTLE SISTERS OF THE POOR	2000
MASSEY CANCER CENTER	4000
MEALS ON WHEELS	1000
PREVENT BLINDNESS	500
THOROUGHBREED RETIREMENT FDN	500
THE SMILE TRAIN DEPT FDN	1000
ST JOSEPH'S VILLA FOR CHILDREN	1000
THE VIRGINIA COLLEGE FUND	500
THE VIRGINIA HOME	2000
UNITED WAY GREATER RICHMOND / PETERSBURG	178400
RICHMOND SYMPHONY	1000
ST MICHAELS EPISCOPAL SCHOOL	1000
VSGN FDN	1000
MAYMONT FDN	1000
ST JAMES EPISCOPAL CHURCH	1500
THE HEALING PLACE	2000
ALS ASSOC	1000
BONAZ & RUTH	1000
COMFORT ZONE	2500
F L A G	500
POSITIVE VIBE CAFE	1500
PROJECT YOGA RICHMOND	1000
HENRICO CHRISTMAS MOTHER	500
CHILDRENS MUSEUM OF RICHMOND	500
COMMONWEALTH CATHOLIC CHARITIES	1000
COURAGE UNLIMITED CORP	500
GOOCHLAND FREE CLINIS & FAMILY SVC	2000
GOOCHLAND HIGH - LOIS HENLEY NURSING	1000
HISTORICAL RICHMOND FOUNDATION	500
UNITED NETWORK ORGAN SHARING	1000
SCIENCE MUSEUM OF VA FOUNDATION	1000
VALENTINE RICHMOND HISTORY CENTER	500
YELLOW RIBBON FUND	1000
GOOCHLAND CHRISTMAS MOTHER	500
RICHMOND CHALLENGER LITTLE LEAGUE	200
SAFE HARBOR	1000
FISHER HOUSE	3500
ST ANDREWS SCHOOL	1000

CARITAS	2000
GATEWAY HOMES	1000
ELIZABETH KATES FDN	2000
FIRST THINGS FIRST GREATER RICHMOND	1000
YOUTH LIFE FOUNDATION	100
JUNIOR ACHIEVMENT CENTRAL VA	500
RICHMOND CHRISTMAS MOTHER	500
NOAHS CHILDREN	1000
READ TO THEM INC	500
SUGAR PLUM INC	500
WILLIAM BYRD COMMUNITY HOUSE	500
CROSS OVER MINISTRY	2000
VIRGINIA WAR MEMORIAL EDUCATION FDN	1000
J SARGEANT REYNOLDS CC EDU FDN	1000
RONALD MCDONALD HOUSE CHARITIES OF RICHMOND	1000
BON SECOURS HEALTH CARE FDN	2000
A GRACE PLACE	1000
HENRICO EDUCATION FDN	500
PETER PAUL DEVELOPMENT CENTER	1000
SPARC	1000
SPECIAL OLYMPICS VIRGINIA	1000
VIRGINIA HISTORICAL SOCIETY	2000
NATL ALLIANCE MENTAL ILLNESS	1000
RVA UNITED	8000
FRIENDS ASSOC FOR CHILDREN	2,000
LUNCH PAIL DEFENSE FOUNDATION	1000
LEUKEMIA & LYMPHOMA SOCIETY	500
USO (UNITED SERVICE ORGANIZATION)	2000
WORLD PEDIATRIC PROJECT	3000
CAPITAL AREA PARTNERSHIP (CAPUP)	1000

\$300,900.00

THE RECO FOUNDATION
54-603960
PART XV PAGE 10 LINE 3A
TAX YEAR ENDING SEPTEMBER 30, 2013

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
<u>VA Institute Pastoral Care</u> 2000 Bremon Rd suite 105 Richmond, VA 23226	N/A	Public	Provide pastoral counseling meet community needs	\$500
<u>Richmond Hill</u> 2209 E Grace Street Richmond, VA 23223	N/A	Public	Armstrong leadership program of Business	1000
<u>Big Brothers, Big Sisters</u> 1707 Summit Avenue Richmond, VA 23230	N/A	Public	Help Children realize their potential	1000
<u>Massey Cancer Center</u> 401 College St Richmond, VA 23298	N/A	Public	Cancer research, and patient care	4000
<u>The Virginia Home</u> 1101 Hampton Street Richmond, VA 23220	N/A	Public	Home for physically disabled Virginians	2000
<u>Hospital Hospitality House</u> 812 E Marshall St Richmond, VA 23219	N/A	Public	Shelter/support life saving treatments	1000
<u>Maymount Foundation</u> 1700 Hampton Street Richmond, VA 23220	N/A	Public	Public park and museum	1000
<u>Fight SMA</u> 1807 Libbie Ave Richmond, VA 23226	N/A	Public	Advancing research/awareness of spinal muscular atrophy	1000
<u>Salvation Army</u> 2 W Grace St Richmond, VA 23241	N/A	Public	Needs for the less fortunate in the community	2000
<u>American Red Cross</u> 420 E Cary Street Richmond, VA 23219	N/A	Public	To assist those in need, and provide training	1000
<u>VMI Foundation</u> P O Box 932 Lexington, VA 24450	N/A	Public	VMI annual giving	3000
<u>VMI Keydet Club</u> P O Box 932 Lexington, VA 24450	N/A	Public	VMI annual giving	2000
<u>Chester-Colonial Hots X-mas Mother</u> P O Box 2500 Chesterfield, VA 23832	N/A	Public	Assist needs of families during the holiday season	500
<u>Varina Lions Club</u> P O Box 38292 Richmond, VA 23231	N/A	Public	Help where help is needed in community	100
<u>Make A Wish Foundation</u> 9211 Forest Hill Ave Richmond, VA 23235	N/A	Public	Wish, trip for terminally ill children	1000
<u>Goochland High School</u> 3250 River Road West Goochland, VA 23063	N/A	Public	Lois P Henley nursing scholarship	1000
<u>Angel Flight</u> 4620 Haygold Rd , suite 1 VA Beach, VA 23455	N/A	Public	Volunteer pilots providing shortest distance between home and hope	500
<u>Boaz & Ruth</u> 3030 Meadowbridge Rd Richmond, VA 23222	N/A	Public	Rebuilding, empowering, and connecting lives	1000
<u>Little Sister's of the Poor</u> 1503 Michael's Road Richmond, VA 23229	N/A	Public	Providing care for the elderly	2000
<u>Richmond Symphony</u> 300 W Franklin St Richmond, VA 23220	N/A	Public	Commitment to symphonic music central Virginia	1000
<u>United Way Richmond/ Ptq</u> P O Box 11807 Richmond, VA 23230	N/A	Public	To meet community human service needs	178400
<u>Chesterfield Pub Ed Fdn</u> P O Box 3883 Richmond, VA 23235	N/A	Public	Provide financial and intellectual resources to public schools	500
<u>St Joseph's Villa</u> 8000 Brook Road Richmond, VA 23227	N/A	Public	Working with families and children in need	1000
<u>Comfort Zone Camp</u> 2101 A Westmoreland St Richmond, VA 23230	N/A	Public	Camp for children who experienced death of loved one	2500
<u>American Heart Association</u> 4217 Park Place Court Richmond, VA 23060	N/A	Public	Build healthier lives free of cardiovascular disease	100

RECIPIENT	RELATIONSHIP	FND STATUS	Pg 2	PURPOSE OF CONTRIBUTION	AMOUNT
<u>Elk Hill</u> P O Box 99 Goochland, VA 23063	N/A	Public		Providing hope to Virginia's youth and families	1000
<u>Boys & Girls Club Metro Rich</u> 2601 West Broad St Richmond, VA 23220	N/A	Public		Create opportunities for children to grow into responsible adults	2000
<u>Central VA Food Bank</u> 1415 Rhoadmiller St. Richmond, VA 23220	N/A	Public		To provide food for the hungry	8000
<u>CARITAS</u> P O Box 25790 Richmond, VA 23260	N/A	Public		Provider of homeless services	2000
<u>Children's Hospital</u> P O Box 26384 Richmond, VA 23286	N/A	Public		Medical care to medically challenged children	1000
<u>UVA Darden School Fdn</u> 100 Darden Boulevard Charlottesville, VA 22903	N/A	Public		Improve society by developing leaders	4000
<u>Heart of VA Council BSA</u> 4015 Fitzhugh Ave Richmond, VA 23230	N/A	Public		Prepare young men to make ethical choices over their lifetimes	2000
<u>The Healing Place</u> 700 Dinwiddie Ave Richmond, VA 23235	N/A	Public		Recovery services to homeless men with chemical dependency	2000
<u>F.L.A.G.</u> P O Box 115 Manakin, VA 23103	N/A	Public		For the love of animals In Goochland	500
<u>Marine Toys for Tots</u> P O Box 227 Quantico, VA 22134-0227	N/A	Public		Christmas for children	500
<u>Families of the Wounded Fund</u> P O Box 330 Middletown, VA 23113	N/A	Public		Support for wounded or injured soldiers	1000
<u>St Michaels Episcopal School</u> 8706 Quaker Lane Richmond, VA 23235	N/A	Public		Provide children academic instruction that develops christian values	1000
<u>Paralyzed Vets of America</u> 801 Eighteenth St NW Washington, DC 20006	N/A	Public		Support of veterans with spinal cord injury or disease	1000
<u>St James Episcopal Church</u> 1205 W Franklin Street Richmond, VA 23220	N/A	Public		Community drawn together by love of God and desire to serve Christ.	1500
<u>United Network Organ Share</u> P O Box 2484 Richmond, VA 23218	N/A	Public		Manages nations organ transplant system	1000
<u>Tuckahoe Challenger Little League</u> 2440 Little League Drive Richmond, VA 23219	N/A	Public		Enable children with physical or mental challenges to play baseball	200
<u>Project Yoga Richmond</u> 6517 Dickens Place Richmond, VA 23230	N/A	Public		To heal and strengthen individuals and in turn whole communities	1000
<u>Meals on Wheels</u> 1600 Willow Lawn Dr Richmond, VA 23230	N/A	Public		Meals for elderly and the disabled	1000
<u>Positive Vibe Café</u> 2825 Hathaway Rd Richmond, VA 23225	N/A	Public		Training people with physical or cognitive disabilities	1500
<u>Prevent Blindness</u> 11618 Busy Street Richmond, VA 23236	N/A	Public		Committed to saving sight.	500
<u>Habitat for Humanity</u> 2281 Dabney Rd , suite A Richmond, VA 23230	N/A	Public		Affordable home for low income families	1000
<u>The Smile Train</u> 245 Fifth Ave , suite 2201 New York, NY 1006	N/A	Public		Cleft surgery for children	1000
<u>St Andrews School</u> 227 South Cherry Street Richmond, VA 23220	N/A	Public		Educate children of limited financial resources	1000
<u>Elizabeth Kates FDN</u> 11300 W Huguenot Road Middletown, VA 23113	N/A	Public		Making opportunities available for inmates	2000
<u>Thoroughbred Retirement Foundation</u> 2391 Broad Street Rd Maldens, VA 23102	N/A	Public		Retired race horses	500
<u>VSGA Foundation</u> 600 Founders Bridge Blvd Middletown, VA 23113	N/A	Public		To promote the sport of golf	1000
<u>ALS Assoc</u> 27001 Aquara Road Calabasas Hills, CA 91301	N/A	Public		Fighting Lou Gehrigs disease	1000

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
<u>The Virginia College Fund</u> 6002 W Broad Street, suite 201 Richmond, VA 23230	N/A	Public	Funds for private higher education	500
<u>Safe Harbor</u> P O Box 17996 Richmond, VA 23226	N/A	Public	Empowers survivors of sexual and domestic violence	1000
<u>Gateway Homes</u> P O Box 460 Chesterfield, VA 23832	N/A	Public	Mental health treatment program	1000
<u>American Cancer Society</u> 4240 Park Place Ct Glen Allen, VA 23060	N/A	Public	Fight against cancer	1000
<u>Youth Life Foundation</u> P O Box 15202 Richmond, VA 23227	N/A	Public	Develop leaders in children from at risk communities	100
<u>First Things First Greater Richmond</u> 5200 Grove Avenue Richmond, VA 23226-1833	N/A	Public	Strengthen families through education, collaboration, and mobilization	1000
<u>Fisher House</u> 111 Rockville Pike Rockville, MD 20850	N/A	Public	Quality of life for our military service men and women, and their love ones	3500
<u>Junior Achievement Central VA</u> 4600 Cox Road Glen Allen, VA 23060	N/A	Public	Economic education to school children	500
<u>Children's Museum of Richmond</u> 2626 W Broad Street Richmond, VA 2320	N/A	Public	Promote the learning of children	500
<u>Commonwealth Catholic Charities</u> P O Box 6565 Richmond, VA 23230-0565	N/A	Public	Making a difference in the lives of families	1000
<u>Courage Unlimited Corp</u> P O Box 3608 Glyndon, MD 21071	N/A	Public	Helping children and their families	500
<u>Goochland Free Clinics & Fam Svc</u> P O Box 116 Goochland, VA 23063	N/A	Public	Impact lives of Goochland County citizens	2000
<u>Historical Richmond Foundation</u> 4 E Main Street Richmond, VA 23219	N/A	Public	Advocates for history	500
<u>Read To Them, Inc</u> 1011 E Main Street Richmond, VA 23219	N/A	Public	To enable families to read children novels at home	500
<u>Science Museum of VA Foundation</u> P O Box 11624 Richmond, VA 23230	N/A	Public	To support the Science Museum	1000
<u>Valentine Richmond History Center</u> 1015 E Cary Street Richmond, VA 23219	N/A	Public	Preserving, collecting, interpreting, and educating Richmond's story	500
<u>Yellow Ribbon Fund</u> 7200 Wisconsin Avenue Bethesda, MD 20814	N/A	Public	Welcoming our injured service members home	1000
<u>Goochland Christmas Mother</u> P O Box 322 Goochland, VA 23063	N/A	Public	Christmas help for families in Goochland County	500
<u>Richmond Christmas Mother</u> P O Box 85333 Richmond, VA 23293-5333	N/A	Public	Christmas help for families in City of Richmond	500
<u>Virginia War Memorial Ed Fdn</u> 621 S Belvidre Street Richmond, VA 23220	N/A	Public	Honoring veterans, preserving history, educating youth, and inspiring patriotism in all	1000
<u>Ronald McDonald House</u> 2330 Monument Avenue Richmond, VA 23220	N/A	Public	Support programs that improve health and well being of children	1000
<u>Special Olympics</u> 3212 Skipwith Road Richmond, VA 23294	N/A	Public	Special Need athletes with intellectual disabilities	1000
<u>Sugar Plum Inc</u> 1353 Laskin Road Virginia Beach, VA 23451	N/A	Public	Skills, life lessons, and confidence	500
<u>William Byrd Community House</u> 224 South Cherry Street Richmond, VA 23220	N/A	Public	Create pathways to success for individual and families	500
<u>Cross Over Ministry</u> 8600 Quilocasln Road Richmond, VA 23229	N/A	Public	Health care to the uninsured in the greater Richmond area.	2000
<u>Virginia Historical Society</u> 428 North Boulevard Richmond, VA 23220	N/A	Public	Connecting people to America's past through the story of Virginia.	2000

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN STATUS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>Pg 4</u>
<u>J Sargeant Reynolds CC Ed FDN</u> P O Box 26924 Richmond, VA 23261-6924	N/A	Public	Provide financial resources to address needs to provide a educated and skilled workforce	1000
<u>Henrico Christmas Mother</u> P O Box 27 Sandston, VA 23150	N/A	Public	Christmas for needy Henrico County families	500
<u>Bon Secours Health Care FDN</u> 5875 Breemo Road Richmond, VA 23226	N/A	Public	Serving the community through community health outreach	2000
<u>A Grace Place</u> 8030 Staples Mill Road Richmond, VA 23228	N/A	Public	Adult care center to explore the possiblides of life.	1000
<u>Noah's Children</u> 5855 Breemo Road Richmond, VA 23226	N/A	Public	Services at the end of life	1000
<u>SPARC</u> 2106-A North Hamilton Street Richmond, VA 23230	N/A	Public	Training for young people in the performing arts	1000
<u>Henrico Educational Foundation</u> P O Box 23120 Henrico, VA 23223-0420	N/A	Public	Vehicle to support public education in Henrico County, Virginia.	\$500
<u>Peter Paul Develop Center</u> 1708 N 22nd Street Richmond, VA 23223	N/A	Public	Community center serving Church Hill and east Richmond	1,000
<u>Natl Alliance Mental Illness</u> P O Box 8260 Richmond, VA 23226-0260	N/A	Public	Support for individuals and families affected by mental illness	1000
<u>Friends Assoc for Children</u> 1004 St. John Street Richmond, VA 23220	N/A	Public	Help a child in Richmond imagine the possiblides in their life	2000
<u>Lunch Pail Defense Fdn</u> 1861 Prah Dr Blacksburg, VA 24060	N/A	Public	Academic college scholarship for a student from New River Valley	1000
<u>RVA United</u> 2709 Monument Avenue Richmond, VA 23220	N/A	Public	Worship, create a culture of fellowship	8000
<u>USO (United Service Organization)</u> P O Box 96860 Washington, DC 20077	N/A	Public	Services to our armed forces and their families	2000
<u>World Pediatric Project</u> 7201 Glen Forest Dr suite 304 Richmond, VA 23226	N/A	Public	Children and their families healthier and brighter future	3000
<u>Leukemia & Lymphoma Soc</u> 5504 Falmouth Street Richmond, VA 23230	N/A	Public	Blood cancer research and services	500
<u>Capital Area Partner (CAPUP)</u> 1021 Oliver Hill Way Richmond, VA 23219	N/A	Public	Poviding resources to people to help themselves	1000

TOTAL \$300,900

THE RECO FOUNDATION

54-6039609

Schedule of Taxes

Tax Year Ending September 30, 2013

Payments

March 14, 2013	1000
June 15, 2013	2588
TOTAL	<u><u>\$3,588</u></u>

THE RECO FOUNDATION

54-6039609

Schedule of Professional Fees

Tax Year Ending September 30, 2013

Investment Advisory Fees	<u><u>\$47,221.00</u></u>
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THE RECO FOUNDATION

54-6039609

TAX YEAR ENDING SEPTEMBER 30, 2013

MARKET VALUE

FORM 990-PF

PERIOD	MARKET VALUE SECURITIES	MONEY MARKET FUND	
		BEGIN	END
10/31/2012	4943066	524958	373865
11/30/2012	4948973	373865	378883
12/31/2012	4754693	378883	593081
1/31/2013	6031142	593081	2110290
2/28/2013	6509771	2110290	1640115
3/31/2013	7145263	1640115	1110402
4/30/2013	7420210	110402	916120
5/31/2013	7580475	916120	776989
6/30/2013	7878383	776989	335541
7/31/2013	8083394	335541	344211
8/31/2013	7910989	344211	351103
9/30/2013	8016078	351103	161639
	<u>81222437</u>	<u>8455558</u>	<u>9092239</u>
PART X, PAGE 7			1462316
LINE 1A			<u>731158</u>
DIVIDED BY 12 =		<u>6768536</u>	

PART X, PAGE 7
LINE 1B
DIVIDED BY 12
DIVIDED BY 2

PERIOD	CASH/CHECK ACCOUNT	
	BEGIN	END
10/31/2012	43031	43031
11/30/2012	43031	43031
12/31/2012	43031	2717831
1/31/2013	2717831	42731
2/28/2013	42731	42731
3/31/2013	42731	41731
4/30/2013	41731	41731
5/31/2013	41731	41731
6/30/2013	41731	39143
7/31/2013	39143	37043
8/31/2013	37043	37043
9/30/2013	37043	38543
	<u>3170808</u>	<u>3166320</u>

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DIVIDE BY 2

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THE RECO FOUNDATION
54-6039609
YEAR ENDING SEPTEMBER 30 2013
INVESTMENTS (CASH BASIS)

Pg 1

INVESTMENTS	BALANCE 10-1-12			STK DISB		ADDITIONS		DEDUCTIONS		BALANCE 9-30-13			GAIN/LOSS SECURITY TRAN	INTEREST DIVIDENDS RECD
	#SHARES	MKT VAL	COST	SHARES	#SHARES	COST	#SHARES	COST	#SHARES	MKT VAL	COST			
DARDEN RESTAU DRI	402	22412	18710		65	2940	467	21650	0	0	0		100	402
NORTHERN TR 3 375% 4	0	53935	52532						0	50719	52532			1688
PIMCO COM REAL PCRIX	14411	102893	101378		147	1000	14558	102378	0	0	0		-8149	284
INTUIT INC INTU	380	22374	18481		50	3114	430	21595	0	0	0		3284	203
SCHRODER FDS SMDIX	3989	50025	49170		255	2976	4244	52146	0	0	0		-28	
WELLS FARGO 2 100%	0	51729	50014						0	51047	50014			525
FED NATL MTG 1 250%	0	50882	50468						0	50411	50468			626
FORUM FDS ABSOL ASFIX	22836	256904	245294		13877	155000			36713	406412	400294			
ABBOTT LABS 5 125%	0	90338	78542				0	16756	0	67623	61787		2842	3630
BANK OF NY MELLON 4 6%	0	57358	50625						0	54617	50625			2300
BAXTER INTL INC 1 8%	0	75492	74946				0	74946	0	0	0		54	675
BERKSHIRE HATHAWAY 3 2%	0	53039	50401						0	51832	50401			1600
GENERAL ELECTRIC 2 625%	0	75463	76852				0	76852	0	0	0		-1852	984
PRAXAIR INC 2 125%	0	75833	74897				0	74897	0	0	0		103	1594
SHELL INTL FIN 4%	0	78865	78593						0	76279	78593			3000
FED FARM CR BANK 1 875%	0	100314	100744				0	100744	0	0	0		-744	938
FED HOME LN MTG 1 625%	0	50590	50675						0	49965	50675			812
ECOLAB INC ECL	315	20415	18701		45	3294			360	35554	21995			301
FREEMONT-MCMOR FCX	341	13497	14700		40	1422	381	16122	0	0	0		-4529	345
COMCAST CORP CMCSA	410	14655	14156		946	38453			1356	61176	52612			631
MATTEL INC MAT	680	24120	20117		95	3517	775	23635	0	0	0		8843	1048
US TREASURY NT 4 250%	0	118070	104828						0	112758	104828			4250
US TREASURY NT 3 250%	0	83033	75187						0	80619	75187			2438
US TREASURY NT 3 625%	0	117844	97250						0	111094	97250			3626
RIDGEWORTH #203 RGCJ	26286	234731	230000				26286	230000	0	0	0		8937	7327
TEMPLETON INCOME TCINX	17470	233229	231371		227	2998	17697	234369	0	0	0		6394	8383
APACHE CORP APA	282	24385	30227		45	3621	327	33848	0	0	0		-6166	169
CAMERON INT CORP CAM	364	20409	14850		60	3479			424	24749	18329			
CHEVRON CVX	392	45692	32950		218	25415			610	74115	58385			1913
BEAM INC BEAM	344	19794	19903		55	3311	399	23214	0	0	0		2664	341
OCCIDENTAL PETE OXY	351	30207	29021		35	2901			366	36106	31922			874
SCHLUMBERGER SLB	488	35297	35055		206	14874			694	61322	49929			608
WALMART STORES WMT	260	19188	18778		286	21313			546	40382	40091			777
WILLIAMS COS INC WMB	907	37118	18967		110	3702	1017	22669	0	0	0		12093	998
PFIZER INC PFE	1768	43935	33849		987	27791			2755	79137	61640			2034
PRAXAIR INC PX	210	21815	18619		25	2854			235	28249	21473			539
EMERSON ELECT EMR	429	20708	21267		50	2750			479	30991	24017			764
FLOWSERVE CORP FLS	193	24654	17506	356	25	3872	40	5656	534	33316	15722		975	305
FLUOR CORP FLR	363	20430	18825		50	3131			413	29306	21957			248
GENERAL ELECTRIC GE	1752	39788	31905		250	5300			2002	47828	37205			1390
UNION PACIFIC UNP	195	23147	16098		25	3272			220	34175	19367			421
UNITED PARCEL UPS	258	18465	17021		30	2340			288	26315	19361			684
ALLSTATE CORP ALL	495	19607	19049		80	3405			575	29066	22454			397
MICROSOFT CORP MSFT	1330	39581	40845		210	5562			1540	51251	46407			560
COACH INC COH	485	27170	23184		50	2875	535	26060	0	0	0		155	291
HOME DEPOT INC HD	708	42742	23222		92	5715	155	5199	643	48772	23738		4371	958
T ROWE PRICE PRDSX	5513	67198	96701		1780	32178			7294	167825	128879			167
WALT DISNEY CO DIS	731	38217	25088		130	6608			861	55526	31676			548
CVS CAREMARK CVS	894	43287	33900		135	6899			1029	58396	40799			841
PEPSICO INC PEP	283	20028	18401		188	15039			471	37445	33439			778
PHILIP MORRIS PM	622	55943	35351		75	6526	697	41877	0	0	0		22054	1650
PROCTOR GAMBLE PG	367	25455	23349		60	4147			427	32277	27496			960
ABBOTT LABS ABT	711	48746	37313		90	3050	0	19412	801	26585	20951			951
AMGEN INC AMGN	476	40122	27554		60	5273			536	59892	32827			875
BAXTER INTL INC BAX	431	25076	25032		41	2820			472	31006	27853			831
EXPRESS SCRIPTS ESRX	510	31941	25244		80	4471	590	29715	0	0	0		7054	
MERCK & CO MRK	1180	53212	43015		378	16933			1558	74175	59948			2234
TEVA PHARMACEU TEVA	637	26378	33513		80	3105	717	36618	0	0	0		-8086	512
BANK OF AMERICA BAC	2191	19347	31234		2175	26873			4366	60251	58107			134
BB&T CORP BBT	826	20758	15265		135	4119			761	25684	19384			775
CAPITAL ONE FIN COF	718	40933	30938		107	6227	355	17438	470	32308	19730		1081	344
GOLDMAN SACHS GS	207	23532	32104		25	3453			232	36705	35557			452
HARTFORD FIN HIG	936	18196	25221		562	15848			1498	46618	41069			410
INVESCO LTD IVZ	702	17543	15021		80	2219			782	24946	17240			608
JP MORGAN CHASE JPM	1019	41249	42908		330	17253			1349	69730	60161			1461
MORGAN STANLEY MS	1292	21628	27701		220	4496			1512	40748	32197			293
PNC FINL SVC PNC	562	35462	33369		75	4578			637	46151	37947			1040
WELLS FARGO WFC	1074	37085	31743		434	16290			1508	62309	48033			1926
APPLE INC AAPL	180	120079	52269		20	10427			200	95350	62696			2227
EMC CORP EMC	1142	31142	23864		175	4159			1317	33663	28023			132
GOOGLE INC GOOG	67	50552	37354		10	7403	5	3701	72	63066	41055		712	
ORACLE CORP ORCL	1243	39105	34086		200	6965			1443	47864	41051			472
TEXAS INSTRUME TXN	854	23532	23827				854	23827	0	0	0		2837	-518
VISA INC V	303	40687	25905		35	5603	68	8966	270	51597	22540		3311	413
VERIZON COMM VZ	862	39281	27298		125	5432	34	1477	953	44481	31252		236	1887
ABERDEEN FDS GGUIX	8654	99160	95062		5027	61082			13681	167049	156144			
JANUS PERK FDS JSCOX	2269	49219	46074		96	2041	2365	48115	0	0	0		5747	732
MANNING & NAPIE EXWAX	27166	202112	213219		47837	385000			75004	660781	598219			3432
OPPENHEIMER FDS ODVYX	4548	152758	134712		7666	270000			12214	446543	404712			1134
CISCO SYST INC 3 150%	0	54820	51428						0	53284	51428			1576
MORGAN STANLEY 5 450%	0	109955	106150						0	110121	106150			5450
TOTAL CAPITAL SA 2 300%	0	104820	97480						0	103301	97480			2300
NATIONAL OILWELL NOV	412	33005	27922		60	4221	472	32143	0	0	0		-771	54
BE AEROSPACE BEAV	752	31667	28179		162	8989	360	15675	554	40896	21493		3132	
PACCAR INC PCAR	356	14247	17344		55	2524			411	22876	19867			602
QUANTA SVCS PWR	843	20822	18389		80	2332			923	25392	20720			
MACY'S INC M	985	37056	25331		175	6516			1160	50193	31847			916
IBM CORP IBM	189	39208	31214		25	4816	214	36030	0	0	0		4027	749
QUALCOMM QCOM	486	30361	27247		52	3434			538	36218	30681			633

TERADATA CORP TDC	400	30164	20825	50	3220	450	24045	0	0	0	1596	
APPLE INC 3231%	0	0	0	0	50000			0	49988	50000		41
BANK NY MELLON 0 000%	0	0	0	0	125000			0	124793	125000		321
BANK NOVA SCOTIA 1 375%	0	0	0	0	100065			0	98166	100065		585
CME GROUP 3 150%	0	0	0	0	100288			0	94947	100288		1717
COLGATE PALMOLIVE 2 450%	0	0	0	0	78431			0	72219	78431		1098
GENERAL ELECTRIC 2 700%	0	0	0	0	97319			0	94325	97319		-488
INTEL CORP 3 300%	0	0	0	0	102756			0	99532	102756		-669
MERCK & CO 1 100%	0	0	0	0	75507			0	73316	75507		667
MICROSOFT CORP 3 000%	0	0	0	0	107462			0	101918	107462		1500
TEXAS INSTRUMENT 1 650%	0	0	0	0	99941			0	96578	99941		1636
WALMART 0 600%	0	0	0	0	199858			0	199184	199858		
WALT DISNEY 0 1901%	0	0	0	0	100000			0	99978	100000		137
EATON VANCE FLOAT RATE	0	0	0	22752	210000			22752	207952	210000		2648
GOLDMAN SAC LOCAL EMER	0	0	0	19993	197000			19993	173537	197000		2511
OSTERWEIS STRAT INCOME	0	0	0	18597	220000			18597	219256	220000		2001
PIMCO EMERG LOCAL BOND	0	0	0	17841	195000			17841	171805	195000		3544
VANGUARD MORTG BK SEC	0	0	0	10846	225000			10846	223540	225000		976
HOLLYFRONTIER HFC	0	0	0	465	21074			465	19581	21074		373
LYONDELLBASELL LYB	0	0	0	594	37007			594	43499	37007		333
WASATCH LG/SHORT FUND	0	0	0	10808	160000			10808	171094	160000		
FORTUNE BRANDS FBHS	0	0	0	598	23214			598	24895	23214		60
DELPHI AUTOMOT DLPH	0	0	0	589	29432			589	34409	29432		100
ABBVIE INC ABBV	0	0	0	816	22978			816	36500	22978		978
LILLY ELI & CO LLY	0	0	0	364	18990			364	18320	18990		178
CORNING INC GLW	0	0	0	1586	23916			1586	23140	23916		159
INTEL CORP INTC	0	0	0	2333	51238			2333	53475	51238		1347
CAMBIAR SM CAP CAMZX	0	0	0	6156	125000			6156	142094	125000		
EATON VAN ATLANT EISMV	0	0	0	11922	245000			11922	271229	245000		
NEUBERGER BERMAN BOND	0	0	0	23544	225000	23544	225000	0	0	0	-3921	7648
MONEY MARKET	0	524958	524958					0	161910	161910		97
TOTAL	172487	5356816	4909836	356	237530	4631242	98036	1726775	312337	8177718	7451255	131160

* Spinoff Abbot Labs - Abbvie Inc
* Stock split Flowserve Corp

THE RECO FOUNDATION

56-6039609

October 1, 2012 to September 30, 2013

PURCHASE OF INVESTMENTS

<u>COMPANY</u>	<u>TRADE DATE OF PURCHASE</u>	<u>SETTLEMENT DATE</u>	<u>STATEMENT DATE</u>	<u>SHARES</u>	<u>COST</u>
COLGATE PALMOL 2 450%	10/4/2012	10/10/2012	10/31/2012	0	78431
MERCK & CO 1 100%	10/4/2012	10/10/2012	10/31/2012	0	75507
SCHRODER SM/MID CAP	12/7/2012	12/10/2012	12/31/2012	255	2976
PIMCO COMM REAL STRAT	12/12/2012	12/13/2012	12/31/2012	147	1000
T ROWE PRICE DIV SM CAP	12/17/2012	12/17/2012	12/31/2012	128	2178
TEMPLETON GLOBAL BD	12/19/2012	12/19/2012	12/31/2012	227	2998
ABERDEEN EQTY LG -SHORT	12/21/2012	12/21/2012	12/31/2012	94	1082
JANUS PERKINS SM CAP	12/20/2012	12/21/2012	12/31/2012	96	2040
INTEL CORP	12/20/2012	12/26/2012	12/31/2012	1575	33121
ABBVIE INC	1/2/2013	1/3/2013	1/31/2013	711	19416
MICROSOFT CORP 3 000%	1/3/2013	1/8/2013	1/31/2013	0	107462
TEXAS INSTRS 1 650%	1/3/2013	1/8/2013	1/31/2013	0	99935
FORUM ABSOLUTE STRAT	1/10/2013	1/11/2013	1/31/2013	6318	70000
MANNING & NAPIER WORLD	1/10/2013	1/11/2013	1/31/2013	23990	190000
NEUBERGER BERMAN HI INC	1/10/2013	1/11/2013	1/31/2013	15658	150000
OPPENHEIMWE DEVEL MKT	1/10/2013	1/11/2013	1/31/2013	3375	120000
PIMCO EMERGING LOCAL	1/10/2013	1/11/2013	1/31/2013	4521	50000
T ROWE PRICE DIV SM CAP	1/10/2013	1/11/2013	1/31/2013	1653	30000
WASATCH LONG/SHORT	1/10/2013	1/11/2013	1/31/2013	5212	75000
VANGUARD MTG BK SECS	1/11/2013	1/14/2013	1/31/2013	5989	125000
INVESCO LTD BERMUDA	1/10/2013	1/15/2013	1/31/2013	1	28
ABBOT LABS	1/10/2013	1/15/2013	1/31/2013	90	3050
ABBVIE INC	1/10/2013	1/15/2013	1/31/2013	105	3566
ALLSTATE CORP	1/10/2013	1/15/2013	1/31/2013	80	3405
AMGEN INC	1/10/2013	1/15/2013	1/31/2013	60	5273
APACHE CORP	1/10/2013	1/15/2013	1/31/2013	45	3621
APPLE INC	1/10/2013	1/15/2013	1/31/2013	20	10427
BB&T CORP	1/10/2013	1/15/2013	1/31/2013	135	4119
BANK OF AMERICA CORP	1/10/2013	1/15/2013	1/31/2013	250	2950
BANK OF NOVA SCOT 1 375%	1/10/2013	1/15/2013	1/31/2013	0	100065
BAXTER INTL INC	1/10/2013	1/15/2013	1/31/2013	5	342
B/E AEROSPACE INC	1/10/2013	1/15/2013	1/31/2013	100	5032
BEAM INC	1/10/2013	1/15/2013	1/31/2013	55	3311
CVS CAREMARK	1/10/2013	1/15/2013	1/31/2013	135	6899
CAMERON INTL CORP	1/10/2013	1/15/2013	1/31/2013	60	3479
CAPITAL ONE FINL CORP	1/10/2013	1/15/2013	1/31/2013	9	565
CHEVRON CORP	1/10/2013	1/15/2013	1/31/2013	50	5522
COACH INC	1/10/2013	1/15/2013	1/31/2013	50	2875
COMCAST CORP	1/10/2013	1/15/2013	1/31/2013	65	2503
DARDEN RESTAURANTS INC	1/10/2013	1/15/2013	1/31/2013	65	2940
WALT DISNEY CO	1/10/2013	1/15/2013	1/31/2013	130	6608
EMC CORP	1/10/2013	1/15/2013	1/31/2013	175	4159
ECOLAB INC	1/10/2013	1/15/2013	1/31/2013	45	3294
EMERSON ELEC CO	1/10/2013	1/15/2013	1/31/2013	50	2750
EXPRESS SCRIPTS	1/10/2013	1/15/2013	1/31/2013	80	4471
FLUOR CORP	1/10/2013	1/15/2013	1/31/2013	50	3131
FLOWSERVE CORP	1/10/2013	1/15/2013	1/31/2013	25	3872
FREEMPORT-MCMORAN	1/10/2013	1/15/2013	1/31/2013	40	1422
GENERAL ELECTRIC CO	1/10/2013	1/15/2013	1/31/2013	250	5300
GOLDMAN SACHS GROUP	1/10/2013	1/15/2013	1/31/2013	25	3453
GOOGLE INC	1/10/2013	1/15/2013	1/31/2013	10	7403
HARTFORD FINL SVCS	1/10/2013	1/15/2013	1/31/2013	170	4088
HOME DEPOT INC	1/10/2013	1/15/2013	1/31/2013	90	5715
INTEL CORP	1/10/2013	1/15/2013	1/31/2013	250	5447
IBM CORP	1/10/2013	1/15/2013	1/31/2013	25	4817
INTUIT INC	1/10/2013	1/15/2013	1/31/2013	50	3115
JP MORGAN CHASE & CO	1/10/2013	1/15/2013	1/31/2013	12	553
MACY'S INC	1/10/2013	1/15/2013	1/31/2013	175	6516
MATTEL INC	1/10/2013	1/15/2013	1/31/2013	95	3517
MERCK & CO	1/10/2013	1/15/2013	1/31/2013	1	43
MICROSOFT CORP	1/10/2013	1/15/2013	1/31/2013	210	5562
MORGAN STANLEY	1/10/2013	1/15/2013	1/31/2013	220	4496
NATIONAL OILWELL	1/10/2013	1/15/2013	1/31/2013	60	4221
OCCIDENTAL PETROLEUM	1/10/2013	1/15/2013	1/31/2013	35	2901
ORACLE CORP	1/10/2013	1/15/2013	1/31/2013	200	6965
PNC FINL SVCS	1/10/2013	1/15/2013	1/31/2013	75	4578

PACCAR INC	1/10/2013	1/15/2013	1/31/2013	55	2524
PEPSICO INC	1/10/2013	1/15/2013	1/31/2013	42	2976
PFIZER INC	1/10/2013	1/15/2013	1/31/2013	205	5483
PHILIP MORRIS INTL	1/10/2013	1/15/2013	1/31/2013	75	6525
PRAXAIR INC	1/10/2013	1/15/2013	1/31/2013	25	2854
PROCTOR & GAMBLE CO	1/10/2013	1/15/2013	1/31/2013	60	4146
QUALCOMM CORP	1/10/2013	1/15/2013	1/31/2013	6	388
QUANTA SVCS	1/10/2013	1/15/2013	1/31/2013	80	2332
SCHLUMBERGER LTD	1/10/2013	1/15/2013	1/31/2013	55	4028
TERADATA CORP	1/10/2013	1/15/2013	1/31/2013	50	3220
TEVA PHARMACEUTICAL	1/10/2013	1/15/2013	1/31/2013	80	3105
UNION PACIFIC CORP	1/10/2013	1/15/2013	1/31/2013	25	3272
UNITED PARCEL SVC	1/10/2013	1/15/2013	1/31/2013	30	2340
VERIZON COMMUNICATIONS	1/10/2013	1/15/2013	1/31/2013	125	5432
VISA INC	1/10/2013	1/15/2013	1/31/2013	35	5603
WALMART STORES	1/10/2013	1/15/2013	1/31/2013	40	2730
WELLS FARGO & CO	1/10/2013	1/15/2013	1/31/2013	150	5305
WILLIAMS COS	1/10/2013	1/15/2013	1/31/2013	110	3702
LYONDELLBASELL INDS	2/6/2013	2/11/2013	2/28/2013	325	19764
FORUM ABSOLUTE STRAT	2/13/2013	2/14/2013	2/28/2013	2254	25000
MANNING & NAPIER WORLD	2/13/2013	2/14/2013	2/28/2013	9115	75000
NEUBERGER BERMAN HI INC	2/13/2013	2/14/2013	2/28/2013	7886	75000
OPPENHEIMWE DEVEL MKT	2/13/2013	2/14/2013	2/28/2013	1395	50000
PIMCO EMERGING LOCAL	2/13/2013	2/14/2013	2/28/2013	1357	15000
WASATCH LONG/SHORT	2/13/2013	2/14/2013	2/28/2013	2313	35000
WALT DISNEY CO 0 1901%	2/13/2013	2/14/2013	2/28/2013	0	100000
INVESCO LTD BERMUDA	2/13/2013	2/14/2013	2/28/2013	79	2192
LYONDELLBASELL INDS	2/13/2013	2/14/2013	2/28/2013	42	2588
BAXTER INTL INC	2/13/2013	2/14/2013	2/28/2013	36	2479
CME GROUP INC 3 000%	2/13/2013	2/14/2013	2/28/2013	0	100288
CAPITAL ONE FINL CORP	2/13/2013	2/14/2013	2/28/2013	66	3684
COMCAST CORP	2/13/2013	2/14/2013	2/28/2013	495	20266
JP MORGAN CHASE & CO	2/13/2013	2/14/2013	2/28/2013	92	4542
MERCK & CO	2/13/2013	2/14/2013	2/28/2013	127	5264
QUALCOMM CORP	2/13/2013	2/14/2013	2/28/2013	46	3046
BANK OF AMERICA CORP	2/13/2013	2/14/2013	2/28/2013	925	10693
BANK NY MELLON 0 000%	3/4/2013	3/6/2013	3/31/2013	0	125000
CHEVRON CORP	3/1/2013	3/6/2013	3/31/2013	110	12824
COMCAST CORP	3/5/2013	3/8/2013	3/31/2013	225	9192
WELLS FARGO & CO	3/5/2013	3/8/2013	3/31/2013	125	4489
ADVISORS CAMBRIAR SM CP	3/26/2013	3/27/2013	3/31/2013	1204	25000
EATON VANCE ATLANTA CAP	3/26/2013	3/27/2013	3/31/2013	11922	245000
MANNING & NAPIER WORLD	3/26/2013	3/27/2013	3/31/2013	14724	120000
MERCK & CO INC	3/26/2013	3/27/2013	3/31/2013	85	3732
OPPENHEIMWE DEVEL MKT	3/26/2013	3/27/2013	3/31/2013	2301	80000
PFIZER INC	3/26/2013	3/27/2013	3/31/2013	160	4538
WASATCH LONG/SHORT	3/26/2013	3/27/2013	3/31/2013	3283	50000
WALMART STORES 0 600%	4/4/2013	4/11/2013	4/30/2013	0	199858
ADVISORS CAMBRIAR SM CP	5/2/2013	5/3/2013	5/31/2013	4953	100000
APPLE INC 0 3231%	5/2/2013	5/3/2013	5/31/2013	0	50000
EATON VANCE FLTG-RT	5/2/2013	5/3/2013	5/31/2013	22752	210000
GOLDMAN SACHS LOCAL	5/2/2013	5/3/2013	5/31/2013	16650	167000
PIMCO EMERGING LOCAL	5/2/2013	5/3/2013	5/31/2013	8961	100000
FORUM ABSOLUTE STRAT	6/11/2013	6/12/2013	6/30/2013	5305	60000
GOLDMAN SACHS LOCAL	6/11/2013	6/12/2013	6/30/2013	1661	15000
PIMCO EMERGING LOCAL	6/11/2013	6/12/2013	6/30/2013	1488	15000
VANGUARD MTG BK SECS	6/11/2013	6/12/2013	6/30/2013	4857	100000
DELPHI AUTOMOTIVE	6/11/2013	6/14/2013	6/30/2013	589	29432
LYONDELLBASELL INDS	6/11/2013	6/14/2013	6/30/2013	227	14655
BANK OF AMERICA CORP	6/11/2013	6/14/2013	6/30/2013	1000	13230
B/E AEROSPACE INC	6/11/2013	6/14/2013	6/30/2013	62	3957
CAPITAL ONE FINL CORP	6/11/2013	6/14/2013	6/30/2013	32	1978
CHEVRON CORP	6/11/2013	6/14/2013	6/30/2013	58	7070
COMCAST CORP	6/11/2013	6/14/2013	6/30/2013	161	6491
CORNING INC	6/11/2013	6/14/2013	6/30/2013	1586	23916
FORTUNE BRANDS HOME	6/11/2013	6/14/2013	6/30/2013	598	23214
GENERAL ELECT 2 700%	6/11/2013	6/14/2013	6/30/2013	0	97319
HARTFORD FINL SVCS	6/11/2013	6/14/2013	6/30/2013	392	11760
HOLLYFRONTIER CORP	6/11/2013	6/14/2013	6/30/2013	465	21074
INTEL CORP 3 300%	6/11/2013	6/14/2013	6/30/2013	0	102756
INTEL CORP	6/11/2013	6/14/2013	6/30/2013	508	12669
JP MORGAN CHASE & CO	6/11/2013	6/14/2013	6/30/2013	226	12159
ELI LILLY & CO	6/11/2013	6/14/2013	6/30/2013	364	18990
MERCK & CO	6/11/2013	6/14/2013	6/30/2013	165	7895
PEPSICO INC	6/11/2013	6/14/2013	6/30/2013	146	12062
PFIZER INC	6/11/2013	6/14/2013	6/30/2013	622	17770
SCHLUMBERGER LTD	6/11/2013	6/14/2013	6/30/2013	151	10846

WALMART STORES	6/11/2013	6/14/2013	6/30/2013	246	18583
WELLS FARGO & CO	6/11/2013	6/14/2013	6/30/2013	159	6497
ABERDEEN EQTY LG -SHORT	6/11/2013	6/14/2013	6/30/2013	4942	60000
GOLDMAN SACHS LOCAL	6/11/2013	6/14/2013	6/30/2013	1682	15000
OPPENHEIMWE DEVEL MKT	6/11/2013	6/14/2013	6/30/2013	594	20000
PIMCO EMERGING LOCAL	6/19/2013	6/20/2013	6/30/2013	1514	15000
OSTERWEIS STRATEGIC	8/16/2013	8/19/2013	8/31/2013	18597	220000

TOTAL	<u>237530</u>	<u>4631242</u>
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THE RECO FOUNDATION
54-6039609
October 1, 2012 to September 30, 2013
SALE OF INVESTMENTS

<u>COMPANY</u>	<u>TRADE DATE OF SALE</u>	<u>SETTLEMENT DATE</u>	<u>STATEMENT DATE</u>	<u>SHARES</u>	<u>SALES PRICE</u>
FED FARM CR BK 1 875%	12/7/2012	12/7/2012	12/31/2012	0	100000
HOME DEPOT INC	12/20/2012	12/26/2012	12/31/2012	155	9570
TEXAS INSTRS INC	12/20/2012	12/26/2012	12/31/2012	854	26664
ABBOT LABS 5 125%	12/27/2012	12/27/2012	12/31/2012	0	19598
GENL ELEC CAP 2 625%	12/28/2012	12/28/2012	12/31/2012	0	75000
PIMCO COMM REAL STRAT	1/10/2013	1/11/2013	1/31/2013	14558	96230
SCHRODER US SM/MID CAP	1/10/2013	1/11/2013	1/31/2013	4244	52119
TEMPLETON GLOBAL BD	1/10/2013	1/11/2013	1/31/2013	3711	50000
NATIONAL OILWELL	2/6/2013	2/11/2013	2/28/2013	472	31372
COACH INC	2/13/2013	2/19/2013	2/28/2013	535	26214
CAPITAL ONE FINL CORP	2/21/2013	2/26/2013	2/28/2013	355	18516
B/E AEROSPACE INC	3/1/2013	3/6/2013	3/31/2013	360	18789
DARDEN RESTAURANTS	3/5/2013	3/8/2013	3/31/2013	467	21752
BAXTER INTL 1 800%	3/15/2013	3/9/2012	3/31/2013	0	75000
TEREDATA CORP	3/22/2013	3/27/2013	3/31/2013	450	25642
JANUS PERKINS SM CAP	5/2/2013	5/3/2013	5/31/2013	2365	53861
RIDGEWORTH SEIX	5/2/2013	5/3/2013	5/31/2013	26286	238937
TEMPLETON GLOBAL BD	5/2/2013	5/3/2013	5/31/2013	13986	190764
APACHE CORP	6/11/2013	6/14/2013	6/30/2013	327	27683
EXPRESS SCRIPTS	6/11/2013	6/14/2013	6/30/2013	590	36769
FLOWSERVE CORP	6/11/2013	6/14/2013	6/30/2013	40	6631
FREEPORT-MCMORAN	6/11/2013	6/14/2013	6/30/2013	381	11594
GOOGLE INC	6/11/2013	6/14/2013	6/30/2013	5	4414
INTUIT INC	6/11/2013	6/14/2013	6/30/2013	430	24880
PHILIP MORRIS	6/11/2013	6/14/2013	6/30/2013	697	63931
PRAXAIR INC 2 125%	6/11/2013	6/14/2013	6/30/2013	0	75000
TEVA PHARMACEUTICAL	6/11/2013	6/14/2013	6/30/2013	717	28530
VERIZON COMMUNICATIONS	6/11/2013	6/14/2013	6/30/2013	34	1713
VISA INC	6/11/2013	6/14/2013	6/30/2013	68	12278
WILLIAMS COS INC	6/11/2013	6/14/2013	6/30/2013	1017	34781
NEUBERGER BERMAN	8/16/2013	8/18/2013	8/31/2013	23544	221079
BEAM INC	9/10/2013	9/13/2013	9/30/2013	399	25877
INTL BUS MACHINE	9/10/2013	9/13/2013	9/30/2013	214	40057
MATTEL INC	9/10/2013	9/13/2013	9/30/2013	775	32477

TOTAL 98036 177722

PART VIII (Continued)

Reco Foundation
54-6039609

<u>(a) Name and address</u>	<u>Title Hours</u>	<u>Compen</u>	<u>Contribu benefits</u>	<u>Expense allow</u>
William M. Richardson 9605 George's Bluff Road Richmond, VA 23229	VP/Sec Director/0	0	0	0
Robert C. Courain III 4632 Hanover Avenue Richmond, VA 23226	Director/0	0	0	0
Jennifer R. Courain 4641 Kensington Avenue Richmond, VA 23226	Director/0	0	0	0
Frank G. Louthan Jr 2162 Cedar Field Lane Richmond, VA 23233	Director/0	0	0	0
Lauren C. Luke 203 Farnham Drive Richmond, VA 23236	Director/0	0	0	0